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HELM

FINANCIAL CORPORATION

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March 7, 2011

Chief
Section of Administration Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

RE: Partial Termination of Security Agreement dated as of March 7, 2011 ("Partial Termination"), by Credit Suisse ("Credit Suisse"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("MergerCo"); Long Haul Holding Corp., ("Holdings"); Helm Financial Corporation ("HFC") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties")

Dear Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Partial Termination of Security Agreement, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a partial release and relates to the document previously filed with the Board under Recordation Number 25701.

The names and addresses of the parties to the attached document are:

Name and Address of Helm: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Credit Suisse: Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

A description of the railroad equipment covered by the enclosed document is:

Sixteen (16) Mill Gondola Railcars: ATW 10001, 10002, 10008, 10010, 10017, 10023, 10034, 10035, 10036, 10041, 10043; HLMX 12420, 12439, 12444, 12482, 12493

A short summary of the document to appear in the index is:

Partial Termination of Security Agreement

The recordation filing fee of \$41.00 is on account.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

lsvf
Attachment

RECORDATION NO. 25701-EEE FILEDPARTIAL TERMINATION OF
SECURITY INTEREST

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THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is made by **CREDIT SUISSE** ("Credit Suisse"), as the Collateral Agent ("Collateral Agent") for the Secured Parties (as defined in the GCLA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("MergerCo"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("Holdings"); **HELM FINANCIAL CORPORATION**, a California corporation ("HFC"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting mark and numbers as described in Exhibit A attached hereto (the "Units"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "Memorandum"), as filed with the Surface Transportation Board of the Department of Transportation ("STB") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "GCLA") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to third parties (the "Sale") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Unit created by the Memorandum and the GCLA.

2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCLA and each of the Credit Agreements (as defined in GCLA).

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCLA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch"),
as Administrative Agent and Collateral Agent.

By: Print Name: BILL O'DALY
DIRECTOR

Its: _____

By: Print Name: Christopher Roe Day
Vice President

Its: _____

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On MARCH 7, 2011, before me, MARJORIE E. BULL, personally
appeared BILL DIDALY, DIRECTOR of CREDIT SUISSE AG,
CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch").

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 018U6055282
Qualified in New York County
Commission Expires February 20, 2015

Witness my hand and official seal.

Bull
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On MARCH 7, 2011, before me, MARJORIE E. BULL, personally
appeared CHRISTOPHER RED DAY, VICE PRESIDENT of CREDIT SUISSE AG,
CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch").

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 018U6055282
Qualified in New York County
Commission Expires February 20, 2015

Witness my hand and official seal.

Bull
SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A**To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of March __, 2011****THE UNITS:****Description of Units:** Sixteen (16) mill gondola railcars.

	Mark	Number
1	ATW	10001
2	ATW	10002
3	ATW	10006
4	ATW	10010
5	ATW	10017
6	ATW	10023
7	ATW	10034
8	ATW	10035
9	ATW	10036
10	ATW	10041
11	ATW	10043
12	HLMX	12420
13	HLMX	12439
14	HLMX	12444
15	HLMX	12482
16	HLMX	12483